

UNITED STATES BANKRUPTCY COURT  
SOUTHERN DISTRICT OF NEW YORK

-----  
**In re** : **Chapter 11 Case No.**  
:  
**MOTORS LIQUIDATION COMPANY, et al.,** : **09-50026 (REG)**  
**f/k/a General Motors Corp., et al.** :  
:  
**Debtors.** : **(Jointly Administered)**  
:  
-----

**AFFIDAVIT OF IRWIN H. WARREN**

STATE OF NEW YORK )  
 ) ss:  
COUNTY OF NEW YORK )

Irwin H. Warren, being duly sworn, hereby deposes and says:

1. I am a member of the firm of Weil, Gotshal & Manges LLP, attorneys for Motors Liquidation Company (f/k/a General Motors Corporation) and its affiliated debtors (collectively, the “**Debtors**”), and a member of the Bar of this Court. I submit this affidavit in support of the Joint Objection, dated August 19, 2009 (the “**Objection**”), of the Debtors, the United States of America, Frederick A. Henderson and Kent Kresa to the (i) Motion of Radha R.M. Narumanchi to Give Access to Certain Documents Filed Under Seal as well as Other Docketed Documents; and (ii) Supplemental Motion of Radha R.M. Narumanchi to Give Access to Certain Documents Filed Under Seal in Addition to Depositions of Certain Individuals Already Requested (the “**Motions**”).<sup>1</sup> I have personal knowledge of the facts set forth herein.

2. In connection with the Debtors’ motion pursuant to 11 U.S.C. § 363 (the “**363 Motion**”) seeking to sell substantially all of their assets to NGMCO, Inc., a U.S. Treasury-Sponsored Purchaser, pursuant to the Amended and Restated Master Sale and Purchase

---

<sup>1</sup> Capitalized terms not otherwise defined herein have the meaning ascribed to them in the Objection.

Agreement, the Debtors provided full and prompt discovery to any party who requested it, including, but not limited to, the Debtors' production of over 384,000 pages of responsive, non-privileged documents, as well as making Frederick A. Henderson and Michael Raleigh available for depositions, both in their individual capacities and as designees under Fed. R. Civ. P. 30(b)(6). The Government likewise provided extensive discovery and made Harry Wilson available for deposition pursuant to Rule 30(b)(6).

3. *Pro se* litigants received from the Debtors and the Government the same discovery, courtesies and responsiveness as any other party. For example, Oliver Addison Parker, an unsecured bondholder *pro se* litigant, belatedly sought, but nevertheless promptly received, the Debtors' document production. In addition, Mr. Parker participated in both the deposition of Mr. Henderson on June 28, 2009 and the deposition of Harry Wilson on June 29, 2009, questioning each of those witnesses for over one hour.

4. Mr. Narumanchi never served document requests on the Debtors (or even made an informal request for documents), nor did he make a request to the Debtors to attend the depositions of Messrs. Wilson, Henderson or Raleigh.

5. The Sealed Documents sought by Mr. Narumanchi in his Motions do not include any documents incorporated into the Complaint by reference or matters of which this Court may take judicial notice.

  
Irwin H. Warren

Subscribed and sworn to before me  
this 19 th day of August, 2009

  
Notary Public

ETHNA CLARKE SERKANIC  
Notary Public, State of New York  
No. 01SE4956123  
Qualified in New York County  
Commission Expires March 22 2010